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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 28, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Bill of Sale, dated as of June 20, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which is being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Seller:	General Electric Railcar Services Corporation 161 N. Clark Street Chicago, IL 60601-3294
Buyer:	Wisconsin Central Ltd. c/o Canadian National Railway Company 935 de la Gauchetiere Street West Montreal, Quebec Canada H3B 2M9

Mr. Vernon A. Williams
June 28, 2002
Page Two

A description of the railroad equipment covered by the enclosed document is:

296 railcars within the series WC 87000 – WC 87260 and WC 86000 – WC 86261

A short summary of the document to appear in the index follows:

Bill of Sale

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

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BILL OF SALE

SURFACE TRANSPORTATION BOARD

KNOW YE ALL PERSONS BY THESE PRESENTS that **General Electric Railcar Services Corporation** (hereinafter called the "Seller"), for valuable consideration paid by **Wisconsin Central Ltd.** (hereinafter called the "Purchaser") at or before the execution and delivery of these presents, the receipt and sufficiency of which is hereby acknowledged, does hereby grant, bargain, sell, transfer and set over unto the Purchaser, its successors and assigns, its right, title and interest in the two-hundred ninety-six (296) covered hopper railcars more particularly described on Schedule A attached hereto and made a part hereof (collectively, the "Equipment").

TO HAVE AND TO HOLD the Equipment unto the Purchaser, its successors and assigns, for its and their own use and behoof forever.

And the Seller hereby warrants unto the Purchaser, its successors and assigns, that, as of the date hereof, the Seller has title to the Equipment and good and lawful right to sell the Equipment and dispose of said title, and the Seller, for itself, its successors and assigns, covenants that it will warrant and defend such title against all claims and demands arising by, through or under the Seller.

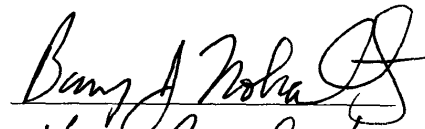
The Seller further warrants that the Equipment is free and clear of all claims, liens, charges, equities, mortgages, security interests and other encumbrances other than such claims, liens, charges, equities, mortgages, security interests and other encumbrances arising by, through or under the Purchaser.

THE EQUIPMENT IS BEING SOLD HEREIN ON AN "AS-IS, WHERE-IS" BASIS AND "WITH ALL FAULTS." EXCEPT AS SET FORTH HEREIN, THE SELLER MAKES NO WARRANTY, EITHER EXPRESS OR IMPLIED, INCLUDING ANY IMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, AND EXPRESSLY DISCLAIMS LIABILITY FOR LOST PROFIT OR FOR INDIRECT, INCIDENTAL, CONSEQUENTIAL, OR COMMERCIAL LOSSES AND ALL OTHER OBLIGATIONS OR LIABILITIES.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed in its name by a duly authorized representative as of this 20th day of June, 2002.

**GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION,**

By:
Its:


Vice President

SCHEDULE A

Description of Equipment

Two-hundred ninety-six (296) covered hopper railcars as described hereinbelow:

Car Initial	Car Number	AAR Type	Year Built	Cubic Capacity	Plate	Pockets
WC	87200	C113	73	4750	C	3
WC	87202	C113	73	4750	C	3
WC	87203	C113	73	4650	C	3
WC	87204	C113	73	4650	C	3
WC	87205	C113	73	4650	C	3
WC	87207	C113	73	4650	C	3
WC	87208	C113	73	4650	C	3
WC	87243	C113	73	4650	C	3
WC	87255	C113	73	4650	C	3
WC	87201	C113	74	4650	C	3
WC	87206	C113	74	4650	C	3
WC	87209	C113	74	4750	C	3
WC	87210	C113	74	4650	C	3
WC	87212	C113	74	4650	C	3
WC	87213	C113	74	4650	C	3
WC	87214	C113	74	4650	C	3
WC	87215	C113	74	4650	C	3
WC	87216	C113	74	4650	C	3
WC	87218	C113	74	4650	C	3
WC	87219	C113	74	4650	C	3
WC	87220	C113	74	4650	C	3
WC	87221	C113	74	4650	C	3
WC	87222	C113	74	4650	C	3
WC	87223	C113	74	4750	C	3
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WC	87231	C113	74	4650	C	3
WC	87232	C113	74	4650	C	3

WC	87233	C113	74	4650	C	3
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WC	87241	C113	74	4650	C	3
WC	87242	C113	74	4650	C	3
WC	87245	C113	74	4750	C	3
WC	87246	C113	74	4650	C	3
WC	87259	C113	79	4750	C	3
WC	87260	C113	78	4750	C	3
WC	86165	C113	80	4650	C	4
WC	86166	C113	80	4650	C	4
WC	87000	C113	75	4650	C	3
WC	87001	C113	75	4650	C	3
WC	87002	C113	75	4650	C	3
WC	87003	C113	75	4650	C	3
WC	87004	C113	75	4650	C	3
WC	87005	C113	75	4650	C	3
WC	87006	C113	75	4650	C	3
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WC	87011	C113	75	4650	C	3
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WC	87018	C113	75	4650	C	3
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WC	86161	C113	79	4650	C	4
WC	86162	C113	79	4650	C	4
WC	86163	C113	79	4650	C	4
WC	86164	C113	79	4650	C	4
WC	86261	C113	80	4650	C	4

STATE OF ILLINOIS

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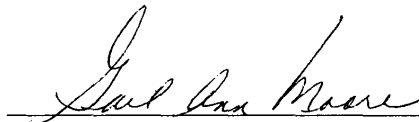
) ss:

In the matter of a Bill of Sale.

COUNTY OF COOK

)

On this 20th day of June, 2002, before me personally appeared BARRY J. NOHALTY, to me personally known, who, being by me duly sworn, says that he / she is VICE PRESIDENT of General Electric Railcar Services Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires: 10-01-05

[Notarial Seal]



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/28/02



Robert W. Alvord